

Alan A. Rudnick
Assistant General Solicitor
November 7, 1980

Ms. Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Attention: Mrs. M. R. Lee, Room 2303
Recordation Unit



RECORDATION NO. 12373-1426 Filed 1426

NOV 7 1980 - 12 35 PM

Law Department
Terminal Tower
P. O. Box 6419
Cleveland, Ohio 44101
216 623 2471

Dear Ms. Mergenovich:

INTERSTATE COMMERCE COMMISSION

Enclosed are executed counterparts Nos. 1, 2 and 3 (of 6) of a Supplemental Agreement, dated as of October 30, 1980, supplementing Conditional Sale Agreement dated as of September 15, 1980, and Agreement and Assignment dated as of September 15, 1980. The parties to this Supplemental Agreement as The Baltimore and Ohio Railroad Company, 100 North Charles Street, Baltimore, Maryland 21201 (as Purchaser); Fruit Growers Express Company, 1625 K Street, N.W., Suite 700, Washington, D. C. 20006 and The Chessie Corporation, P. O. Box 6419, Cleveland, Ohio 44101 (both as Builders, Vendors, and Assignors), and between Mercantile-Safe Deposit and Trust Company, 2 Hopkins Plaza, Baltimore, Maryland 21203 (as Agent and Assignee).

0-312A026

The equipment covered by the above documents consists of:

- 50 All Steel Bay Window Cabooses, to bear Purchaser's road numbers 904036 and 904045 to 904093, inclusive, with AAR Mechanical Designation NE
- 38 100-Ton Open Top Hopper Cars, to bear Purchaser's road numbers 189912 - 189949, inclusive, with AAR Mechanical Designation HT.

No. 1
Date NOV 7 1980
Fee \$10
ICC Washington, D. C.

The above equipment will be lettered "Chessie System", "B&O", or in some other appropriate manner, and will also be marked:

"OWNERSHIP SUBJECT TO A SECURITY AGREEMENT
FILED WITH THE INTERSTATE COMMERCE COMMISSION".

The Conditional Sale Agreement and Agreement and Assignment which this Supplemental Agreement supplements were recorded by The Commission on October 30, 1980, at 10:40 a.m., recordation no. 12373.

Also enclosed is a remittance in the amount of \$10 representing the required recording fee.

Pursuant to the Commission's rules and regulations for the recordation of certain documents under 49 USC Sec. 11303 (formerly Sec. 20c of the Interstate Commerce Act), as currently administered, you are hereby requested to file one of the enclosed counterparts for record in your office and to return the remaining copies to me at my above address.

Thank you in advance for your cooperation.

Sincerely,

The Chessie System railroads are the C&O, B&O, WM and affiliated lines. Chessie System, Inc. is the parent for the railroads, Chessie Resources, Inc., Western Pocahontas Corp. and The Greenbrier.

AAR:aj

Interstate Commerce Commission

Washington, D.C. 20423

11/7/80

OFFICE OF THE SECRETARY

**Alan A. Rudnick
Assistant General Solicitor
Chessie System
Terminal Tower
P.O.Box 6419 ,Cleveland,Ohio 44101**

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **11/7/80** at **12:35pm**, and assigned re-recording number(s). **12373-A & 12115-B**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SUPPLEMENTAL AGREEMENT

Dated as of October 30, 1980

to

CONDITIONAL SALE AGREEMENT

Dated as of September 15, 1980,

between each of

FRUIT GROWERS EXPRESS COMPANY,

THE CHESSIE CORPORATION,

and

THE BALTIMORE AND OHIO RAILROAD COMPANY

and to

AGREEMENT AND ASSIGNMENT

Dated as of September 15, 1980

between each of

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,

FRUIT GROWERS EXPRESS COMPANY,

and

THE CHESSIE CORPORATION

RECORDATION NO. 12373-A Filed 1425

NOV 7 1980 - 12 35 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT, dated as of October 30, 1980, by and among FRUIT GROWERS EXPRESS COMPANY, a Delaware corporation, and THE CHESSIE CORPORATION, a Delaware corporation, (both referred to herein as "Builders" or Assignors"), THE BALTIMORE AND OHIO RAILROAD COMPANY, a Maryland corporation (the "Railroad"), and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent, a Maryland corporation (referred to herein as the "Agent" or the "Assignee"). The Supplemental Agreement is a supplement to the Conditional Sale Agreement dated as of September 15, 1980 (the "CSA") between each of the Builders and the Railroad, and the Agreement and Assignment dated as of September 15, 1980 among Mercantile-Safe Deposit and Trust Company, acting as Agent under Finance Agreement dated as of September 15, 1980 (said Agent, so acting, being hereinafter called the "Assignee"), and Fruit Growers Express Company and The Chessie Corporation.

WHEREAS, the Builders and the Railroad entered into the Conditional Sale Agreement dated as of September 15, 1980 (the "CSA"), providing for the construction and sale by the Builders to the Railroad of certain railroad equipment therein specified; and

WHEREAS, the Agent, as Assignee, and the Builders, as Assignors, entered into an Agreement and Assignment dated as of September 15, 1980, wherein the Assignors assigned, transferred, and set over to the Assignee, its successors and assigns all right, title and interest of each of the Assignors into each unit of railroad equipment and in and into the CSA, as more fully described in said Agreement and Assignment; and

WHEREAS, the parties to this CSA wish to amend Schedule B to the CSA.

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto do hereby agree:

FIRST: The listing of road numbers on Schedule B to CSA of the 50 Bay Window Caboose, manufactured by Fruit Growers Express Company, shall be changed to read as follows:

"B&O 904036 and B&O 904045 to 904093, inclusive."


SECOND: The parties hereto agree that all rights of the Builders, as Assignors, under the CSA as amended by this Supplemental Agreement shall be assigned, transferred and set over to the Agent, as Assignee, under all of the same terms and conditions contained in the Agreement and Assignment dated as of September 15, 1980.

THIRD: This Supplemental Agreement may be executed in any number of counterparts, all of which together shall constitute a single instrument, but the counterpart delivered to the Assignee shall be deemed to be the original, and all other counterparts shall be deemed to be duplicates thereof.

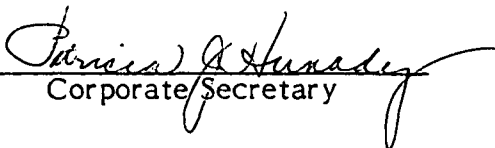
IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by their officers or other persons, thereunto duly authorized, and their respective corporate seals to be hereunto affixed, duly attested, all as of the date first above written.

THE BALTIMORE AND OHIO RAILROAD
COMPANY

(Corporate Seal)

by 
Senior Vice President

Attest:


Corporate Secretary

FRUIT GROWERS EXPRESS
COMPANY

(Corporate Seal)


by 
Vice President

Attest:

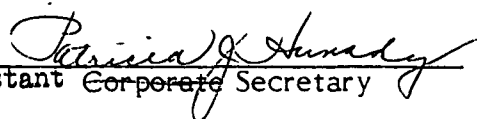

Secretary

THE CHESSIE CORPORATION

(Corporate Seal)

by 
Senior Vice President

Attest:


Assistant Corporate Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY

(Corporate Seal)

by 
Assistant Vice President


Attest:


Corporate Secretary


CORPORATE TRUST OFFICER

STATE OF OHIO)
) ss.:
COUNTY OF CUYAHOGA)

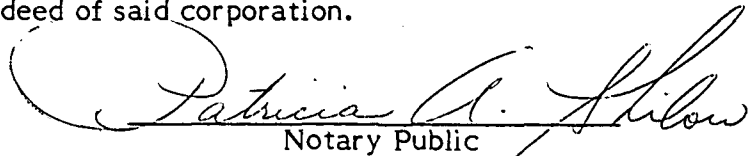
On this *5TH* day of November, 1980, before me personally appeared R. W. Donnem, to me personally known, who, being by me duly sworn, says that he is Senior Vice President of THE CHESSIE CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


CLARA MASUGA, Notary Public
State of Ohio - Cuyahoga County
My Commission Expires April 21, 1984

(NOTARIAL SEAL)

STATE OF MARYLAND)
) ss.:
CITY OF BALTIMORE)

On this *6th* day of November, 1980, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires July 1, *1982*

(NOTARIAL SEAL)

STATE OF OHIO)
) ss.:
COUNTY OF CUYAHOGA)


On this *5TH* day of November, 1980, before me personally appeared R. W. Donnem, to me personally known, who, being by me duly sworn, says that he is a Senior Vice President of THE BALTIMORE AND OHIO RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


CLARA MASUGA, Notary Public
State of Ohio - Cuyahoga County
My Commission Expires April 21, 1984

(NOTARIAL SEAL)

CITY OF WASHINGTON)
) ss.:
DISTRICT OF COLUMBIA)

On this *7th* day of November, 1980, before me personally appeared *C.S. Hill*, to me personally known, who, being by me duly sworn, says that he is a ~~Vice~~ President of THE FRUIT GROWERS EXPRESS COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


My Commission Expires March 31, 1984

(NOTARIAL SEAL)